

NOTICE OF PUBLIC HEARING

D.T.E. 01-52

June 6, 2001

Petition of Southern Union Company for authorization and approval of to issue and distribute up to 2.7 million shares of common stock as a dividend payment to equity shareholders, pursuant to G.L. c. 164, §§ 11 and 14.

Southern Union Company ("Southern Union" or "Company") filed a petition with the Department of Telecommunications and Energy ("Department") for approval, pursuant to G.L. c. 164, §§ 11 and 14, to issue and distribute up to 2.7 million shares of common stock as a dividend payment to the Company's equity shareholders.

M.G.L. c. 164, § 11 prohibits the declaration of a stock dividend. However, legislation is pending before the Legislature that would amend § 11 to eliminate the statutory prohibition on the declaration of a stock dividend. The proposed legislation would grant the Department of Telecommunications and Energy the authority to review and approve such stock issuances pursuant to G.L.c. 164 § 14. The Company has requested that the Department commence its investigation of the stock issuance prior to the enactment of the proposed legislation.

The Department will hold a public hearing on Monday, June 25, 2001, at 10:00 AM at the Department's offices, One South Station, 2nd Floor, Boston, Massachusetts 02110. The Company's petition may be inspected at the offices of the Department, Monday through Friday, between the hours of 9:00 AM and 5:00 PM. Additionally, the Company shall make copies available for inspection at Fall River Gas Company, 155 Main Street, Fall River, MA 02720.

Any person who desires to file written comments or to otherwise participate in this proceeding shall submit an original and three (3) copies of such written comments, or petition for leave to intervene in the proceeding with Mary L. Cottrell, Secretary, Department of Telecommunications and Energy, One South Station, Boston, Massachusetts 02110, not later than the close of business (5:00 PM) on Thursday, June 21, 2001.

A petition for leave to intervene must satisfy the timing and substantive requirements of 220 C.M.R. § 1.03. Receipt by the Department, not mailing, constitutes filing and determines whether a petition has been timely filed. A petition filed late may be disallowed as untimely,

unless good cause is shown for waiver under 220 C.M.R. § 1.01(4). To be allowed, a petition under 220 C.M.R. § 1.03(1) must satisfy the standing requirements of G.L. c. 30A, § 10.

All written pleadings, comments, or petitions to intervene must also be submitted to the Department in electronic format using one of the following methods: 1) by e-mail attachment to dte.efiling@state.ma.us, or 2) on a 3.5" floppy diskette, IBM-compatible format. The text of the e-mail or the diskette label must specify: 1) an easily identifiable case caption, 2) docket number, 3) name of the person or company submitting the filing, and 4) a brief descriptive title of document (i.e., comments or petition to intervene). The electronic filing should also include the name, title, and phone number of a person to contact in the event of questions about the filing. Text responses should be written in either Word Perfect (naming the document with a ".wpd" suffix) or in Microsoft Word, (naming the document with a ".doc" suffix). Data or spreadsheet responses should be compatible with Microsoft Excel. Documents submitted in electronic format will be posted on the Department's Website, <http://www.magnet.state.ma.us/dpu>.

By Order of the Department

Mary L. Cottrell, Secretary

ORDER OF NOTICE

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Southern Union Company ("Southern Union" or "Company") shall, no later than fourteen (14) days prior to Monday, June 25, 2001, give notice of said hearing by publication in the Fall River Herald News and either The Boston Globe or the Boston Herald.

By Order of the Department,

MARY L. COTTRELL, SECRETARY